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This electronic transmission and the attached document constitute an advertisement prepared in accordance with the Prospectus Regulation Rules made by the Financial Conduct Authority under Part VI of the Financial Services and Markets Act 2000. The supplementary prospectus (the “**Supplementary Prospectus**”), which supplements the prospectus published by the Company on 17 September 2020, was approved by the Financial Conduct Authority and published on or around 4 March 2021. Recipients of this advertisement should only acquire or agree to acquire shares on the basis of the information contained in the Supplementary Prospectus.

This electronic transmission, the attached document and the offer when made are only addressed to and directed at persons (a) in member states of the European Economic Area (“**EEA**”) who are “qualified investors” within the meaning of Article 2(e) of the Prospectus Regulation (Regulation (EU) 2017/1129 of the European Parliament and of the Council and amendments thereto) (the “**Prospectus Regulation**”) (“**Qualified Investors**”); and (b) in the UK, to “qualified investors” within the meaning of Article 2(e) of the Prospectus Regulation as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 who are also persons who (i) fall within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”), fall within Article 49(2)(a) to (d) of the Order, or are persons to whom it may otherwise be lawfully communicated and (ii) are a “professional client” or an “eligible counterparty” within the meaning of Chapter 3 of the FCA’s Conduct of Business Sourcebook (all such persons together being referred to as “**Relevant Persons**”). This electronic transmission and the attached document must not be acted on or relied on in any member state of the EEA by persons who are not Qualified Investors or in the UK by persons who are not Relevant Persons. Any investment or investment activity to which this electronic transmission and the attached document relates is available only in any member state of the EEA to Qualified Investors and in the UK to Relevant Persons and will be engaged in only with such persons. Further, if you are in a member state of the EEA this electronic transmission and the attached document have been sent to you on the basis of an enquiry made at your own initiative.

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Neither this electronic transmission, the attached document nor any copy of them may be: (i) taken, transmitted, or distributed, directly or indirectly, into the United States of America except to qualified institutional buyers (as defined in Rule 144A under the US Securities Act (“**QIBs**”), or registered broker-dealers or investment advisers acting solely for the account of QIBs; (ii) taken or transmitted into or distributed in Canada, Australia, New Zealand, the Republic of South Africa or to any resident thereof; (iii) taken or transmitted into or distributed in Japan or to any resident thereof for the purpose of solicitation or

subscription or offer for sale of any securities or in the context where the distribution thereof may be construed as such solicitation or offer or (iv) taken or transmitted into or distributed in any jurisdiction where the extension or availability of the Placing Programme Shares (and any other transaction contemplated thereby) would (A) result in a requirement to comply with any governmental or other consent or any registration filing or other formality which the Company regards as unduly onerous or (B) otherwise breach any applicable law or regulation. Any failure to comply with these restrictions may constitute a violation of the securities laws or the laws of any such jurisdiction. The distribution of this electronic transmission and the attached document in other jurisdictions may be restricted by law and the persons into whose possession this electronic transmission and the attached document comes should inform themselves about, and observe, any such restrictions.

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This document comprises a supplementary prospectus (the “**Supplementary Prospectus**”) relating to Supermarket Income REIT plc (the “**Company**”) prepared in accordance with the Prospectus Regulation Rules (the “**Prospectus Regulation Rules**”) of the Financial Conduct Authority (the “**FCA**”) made under section 73A of FSMA. A copy of this document has been filed with, and approved by, the FCA pursuant to section 87A of FSMA and will be made available to the public in accordance with Article 21 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**UK Prospectus Regulation**”).

This Supplementary Prospectus is supplemental to, and should be read in conjunction with, the prospectus (published by the Company on 17 September 2020 relating to a Placing Programme of up to 450 million Placing Programme Shares (the “**Prospectus**”). Except as expressly stated herein, or unless the context otherwise requires, the definitions used or referred to in the Prospectus shall also apply in this Supplementary Prospectus.

This document has been approved by the FCA, as competent authority under the UK Prospectus Regulation. The FCA only approves this document as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation and such approval shall not be considered as an endorsement of the issuer that is the subject of this document or the quality of the securities that are the subject of this document. Investors should make their own assessment as to the suitability of investing in the securities.

This document is being published in connection with the proposed issue of Placing Programme Shares pursuant to the Placing Programme (the “**First Tranche**”) at an issue price of 106 pence per Ordinary Share. An application will be made to the LSE for all of the Placing Programme Shares proposed to be issued pursuant to the First Tranche to be admitted to trading on the Specialist Fund Segment of the Main Market of the LSE (“**Admission**”). It is expected that Admission will become effective, and that dealings in the Placing Programme Shares issued pursuant to the First Tranche, will commence, on 23 March 2021.

The Directors, whose names are set out under the heading “**Directors, Registered Office, Secretary and Advisers**” in Part 5 of the Prospectus, and the Company accept responsibility for this Supplementary Prospectus. To the best of the knowledge of the Directors and the Company, the information contained in this document is in accordance with the facts and this document makes no omission likely to affect its import.

Prospective investors should read the entire Prospectus and Supplementary Prospectus and, in particular, the section headed “Risk Factors” set out in Part 2 of the Prospectus, when considering an investment in the Company.

Prospective investors should be aware that an investment in the Company involves a degree of risk and that, if certain of the risks described in this document or the Prospectus occur, investors may find their investment materially adversely affected. Accordingly, an investment in the Company is only suitable for investors who are particularly knowledgeable in investment matters and who are able to bear the loss of the whole or part of their investment.

Supermarket Income REIT plc

(Incorporated under the Companies Act 2006 and registered in England and Wales with registered number 10799126)

Placing Programme of up to 450 million Placing Programme Shares

Sole Bookrunner, Financial Adviser and Placing Agent

STIFEL NICOLAUS EUROPE LIMITED

Stifel Nicolaus Europe Limited, which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for the Company and for no-one else in connection with the Placing Programme and Admission, will not regard any other person (whether or not a recipient of this document) as a client in relation to the Placing Programme or Admission and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Stifel, nor for providing advice in connection with the First Tranche, the Placing Programme Shares, the Placing Programme, Admission, the contents of this document or any matters referred to herein.

Apart from the responsibilities and liabilities, if any, which may be imposed on Stifel by FSMA, or the regulatory regime established thereunder, or under the regulatory regime of any other jurisdiction where exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, Stifel and any person affiliated with it does not accept any responsibility whatsoever and makes no representation or warranty, express or implied, for the contents of this document, including its accuracy or completeness, or for any other statement made or purported to be made by it, or on behalf of it, by or on behalf of the Company or any other person in connection with the Company, the First Tranche, the Placing Programme Shares, the Placing Programme or Admission and nothing contained in this document is or shall be relied upon as a promise or representation in this respect, whether as to the past or future. Stifel and its affiliates accordingly disclaim all and any responsibility or liability whatsoever whether arising in tort, contract or otherwise (save as referred to above) which it might otherwise have in respect of this document or any such statement.

Stifel and its respective affiliates may have engaged in transactions with, and have provided various investment banking, financial advisory and other services for, the Company, for which they would have received customary fees. Stifel and any of its affiliates may provide such services to the Company and any of its respective affiliates in the future.

Investors should rely only on the information contained in the Prospectus and this document. No person has been authorised to give any information or make any representations other than those contained in this document and the Prospectus and, if given or made, such information or representations must not be relied upon as having been so authorised by the REIT Group or Stifel. Without prejudice to the Company's obligations under the Prospectus Regulation Rules, neither the delivery of this document nor any subscription for or purchase of Placing Programme Shares made pursuant to the Placing Programme, under any circumstances, create any implication that there has been no change in the affairs of the REIT Group since, or that the information contained herein is correct at any time subsequent to, the date of this document.

In connection with the Placing Programme, Stifel and any of its affiliates, acting as investors for its or their own accounts, may subscribe for or purchase Placing Programme Shares and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for its or their own account(s) in Ordinary Shares and other securities of the Company or related investments in connection with the Placing Programme or otherwise. Accordingly, references in this document to Placing Programme Shares being issued, offered, acquired, subscribed or otherwise dealt with, should be read as including any issue or offer to, acquisition of, or subscription or dealing by Stifel and any of its affiliates acting as an investor for its or their own account(s). Neither Stifel nor any of its affiliates intends to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so. In addition, Stifel may enter into financing arrangements with investors, such as share swap arrangements or lending arrangements in connection with which Stifel may from time to time acquire, hold or dispose of shareholdings in the Company.

The contents of this document are not to be construed as legal, financial, business, investment or tax advice. Investors should consult their own legal adviser, financial adviser or tax adviser for legal, financial, business, investment or tax advice. Investors must inform themselves as to: (a) the legal requirements within their own countries for the purchase, holding, transfer, redemption or other disposal of Ordinary Shares; (b) any foreign exchange restrictions applicable to the purchase, holding, transfer, redemption or other disposal of Ordinary Shares which they might encounter; and (c) the income and other tax consequences which may apply in their own countries as a result of the purchase, holding, transfer, redemption or other disposal of Ordinary Shares. Investors must rely on their own representatives, including their own legal advisers and accountants, as to legal, financial, business, investment, tax and any other related matters concerning the Company and an investment therein. None of the REIT Group, the Investment Adviser or Stifel or any of their respective representatives is making any representation to any offeree or purchaser of or subscriber for Placing Programme Shares regarding the legality of an investment in the Ordinary Shares by such offeree or purchaser under the laws applicable to such offeree or purchaser.

No action has been taken to permit the distribution of this document in any jurisdiction other than the United Kingdom. Accordingly, this document may not be used for the purpose of, and does not constitute, an offer or solicitation by anyone in any jurisdiction or in any circumstances in which such offer or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such offer or solicitation.

This document is not being sent to investors with registered addresses in Canada, Australia, the Republic of South Africa, or Japan or, except in the limited circumstances described below, the United States, and does not constitute an offer to sell, or the solicitation of an offer to buy, Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful. In particular, this document is not for release, publication or distribution in or into Canada, Australia, the Republic of South Africa or Japan or, except in the limited circumstances described below, the United States.

The Company has not been, and will not be registered under the Investment Company Act of 1940, as amended (the "**Investment Company Act**"), and investors will not be entitled to the benefits of the Investment Company Act. The Ordinary Shares have not been and will not be registered under the Securities Act of 1933, as amended (the "**Securities Act**"), or with any other securities regulatory authority of any state or other jurisdiction of the United States, or under the applicable securities laws of Canada, Australia, the Republic of South Africa or Japan and, except as set forth below, may not be offered, sold, pledged or otherwise transferred or delivered, directly or indirectly, in or into the United States or to, or for the account or benefit of, any US person, or to any national, resident or citizen of Canada, Australia, the Republic of South Africa or Japan. The Ordinary Shares are being and will be offered and sold only (i) outside the United States to, and for the account or benefit of, non-US persons in "offshore transactions" within the meaning of, and in reliance on the exemption from registration provided by Regulation S under the Securities Act and (ii) in a concurrent private placement in the United States to a limited number of "qualified institutional buyers" as defined in Rule 144A under the Securities Act that are also both "qualified purchasers" within the meaning of Section 2(a)(51) of the Investment Company Act and the rules thereunder and "accredited investors" as defined in Rule 501 under the Securities Act.

This document is not a prospectus for the purposes of Article 3 of the European Parliament and Council Regulation 2017/1129 of 14 June 2017, as amended, or a prospectus equivalent document.

This document has not been approved by the Central Bank of Ireland.

Copies of this document will be available on the Company's website (<http://www.supermarketincomereit.com/>) and the National Storage Mechanism of the FCA at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

The date of this document is 4 March 2021.

EVENTS ARISING SINCE PUBLICATION OF THE PROSPECTUS

This Supplementary Prospectus is being published in relation to the Placing Programme. This Supplementary Prospectus is a regulatory requirement under the Prospectus Regulation Rules following the publication of the Company's interim consolidated financial statements for the six month period ended on 31 December 2020. This Supplementary Prospectus is supplemental to the Prospectus and has been approved for publication by the FCA.

In this document, the expressions "FY21 H1 Acquisitions" and "FY21 H2 Acquisitions" have the meaning given to them in paragraph 8 below and "NTA" means net tangible asset value.

1. Significant new factors

1.1 Recent acquisitions of properties by the Company

The information in this paragraph 1.1 supplements the information in Part 10 of the Prospectus (the Portfolio).

This Supplementary Prospectus is being published in relation to the Company's current Placing Programme. Since the publication of the Prospectus on 17 September 2020, the Company has completed the acquisition of nine further properties in Newcastle upon Tyne, Beaumont Leys (Leicester), Market Harborough, Melksham (Wiltshire), Winchester (Hampshire), Wisbech (Cambridgeshire), Bangor (County Down, Northern Ireland) and Prestatyn (North Wales) for an aggregate value of £271.7 million (excluding acquisition costs). In addition, the Joint Venture Investment has increased its stake in the securitised portfolio of 26 Sainsbury's supermarkets from the 25.5 per cent. that it acquired in May 2020 to 51 per cent., for which the Company provided capital of £57.5 million (excluding acquisition costs).

1.2 Pipeline

The information in this paragraph 1.2 replaces in its entirety paragraph 3.2 of Part 6 of the Prospectus (Letter from the Chairman).

The Investment Adviser believes that there is currently an attractive opportunity for investors to gain exposure to supermarket property. In contrast to many asset prices, including those in the wider UK real estate sector, supermarket property yields have remained relatively stable over the last few years, largely due to the continued covenant strengthening of the supermarket operators and the favourable supply and demand dynamics in the investment market.

The Company continues to explore investment opportunities across the market and, owing to its strong reputation in this property sub-sector, is well positioned to source opportunities which could, for example, come to market from vendors which are selling to fund redemption requests or to recycle capital.

The Investment Adviser has identified four assets with an aggregate value of approximately £230 million which meet the Investment Policy criteria (the "Target Assets"). The Investment Adviser has undertaken its own due diligence and negotiations in connection with certain of the Target Assets. Following Admission, the Directors may or may not accept the Target Assets or other assets as being suitable for the Company and may or may not pursue any such opportunities.

Set out below are a number of key attributes in relation to the Target Assets. If all the Target Assets were acquired, the total expected purchase price would be approximately £230 million.

This table provides an overview only of the characteristics of the Target Assets:

	<i>Asset one</i>	<i>Asset two</i>	<i>Asset three</i>	<i>Asset four</i>
Expected purchase price	c.£62m	c.£58m	c.£68m	c.£42m
Location	Midlands	South East	South East	North West
Unexpired lease term	>15 yrs	>15 yrs	<10 yrs	<10 yrs
Occupier	Sainsbury's	Sainsbury's	Tesco	Tesco

In addition to the Target Assets, the Company has identified a further pipeline of nine assets with an aggregate value of approximately £184 million that meet the Company's acquisition criteria (the "Pipeline") and has started to perform preliminary due diligence on these assets.

The £100 million target issue size for the First Tranche, together with associated debt financing, should enable the Company to purchase some of the Target Assets. If the target issue size is exceeded, the Company will consider the possibility of acquiring additional assets in the Pipeline. When making this decision the Company will consider, *inter alia*, the level and quality of demand in the First Tranche, the near-term availability of the assets at the right price, and the projected financial position of the Company following completion of the First Tranche.

1.3 **Market background**

The information in this paragraph 1.3 supplements the information in Part 9 of the Prospectus (Details of the Market).

The COVID-19 pandemic has underlined that the Company's tenants, operating supermarket stores in strategic locations, are pivotal to the critical supply of food across the UK. Supermarkets are a regular part of the everyday lives for much of the UK's population and a core part of the UK's food infrastructure.

UK supermarkets stayed open throughout the periods of lockdown and, at the height of the crisis, employed an additional 45,000 workers to maintain the supply chain and implement social distancing measures.

The continued effect of the pandemic has created unprecedented sales volumes for the sector both in-store and online. Over the course of 2020, grocery sales rose by £13 billion with record annual growth of 11 per cent. for the year to December 2020¹.

The pandemic has also accelerated the move to online grocery shopping, propelling the online channel to 13 per cent. of the market, up from 8 per cent. a year earlier and represents 16 per cent. to 18 per cent. of Tesco and Sainsbury's total sales². Much of this demand is here to stay as online grocery becomes an integrated part of customers shopping habits. A recent survey from Waitrose indicated that around 75 per cent. of the UK population was now doing part of its food shopping online, with half of those surveyed believing their shopping habits have been changed permanently.

The major supermarket operators have supplied much of the capacity that has enabled online sales to grow so quickly. Tesco, Sainsbury's and Asda now provide over 80 per cent. of UK online capacity by delivery slots. This dominance has been achievable due to their network of omnichannel supermarkets, which are extremely well placed to provide last mile delivery. Larger supermarket sites were very effective in their response to the increased demand for food and importantly, had the operational flexibility to rapidly increase online fulfilment capacity.

A pillar of the Company's investment strategy is investing in omnichannel supermarkets that facilitate in-store shopping, while also forming part of the UK online grocery distribution network. The substantial capacity growth by the big four to meet online demand has refocused the vital role of the omnichannel store operating as last mile logistics nodes in the nation's food supply network.

The growing dominance of the omnichannel model in the UK online grocery market, together with the undoubted covenant strength of the operators, is driving value creation in the supermarket property market. Transactional volumes in UK supermarket investment properties increased to £1.83 billion in 2020, exceeding the £1.78 billion level in 2019 which, in turn, was 80 per cent. up on 2018³. The portfolio is, therefore, well positioned to benefit from the overall increase in grocery sales and transaction volumes. The sites owned by the Company have proven particularly flexible and resilient when dealing with the increased volumes of both in store and home delivery sales of grocery caused by the COVID-19 pandemic.

1.4 **LTV ratio**

The information in this paragraph 1.4 supplements the information set out in paragraph 6.1 of Part 6 of the Prospectus (Letter from the Chairman).

The Company's net loan to value ratio as at 3 March 2021 is 43.9 per cent.

1 Kantar, January 2021

2 Kantar, January 2021 and operators January Q3 investor presentations.

3 Colliers Supermarket Investment review January 2021

1.5 **Interim consolidated financial statements for the period from 1 July 2020 to 31 December 2020**

The information in this paragraph 1.5 supplements the information set out in paragraph 1 of Part 15 of the Prospectus (Historical Financial Information and Operating and Financial Review)

On 2 March 2021, the Company published its unaudited interim consolidated financial statements for the six month period ended on 31 December 2020 (the “**Interim Financial Statements**”). By virtue of this document, the relevant sections of the Interim Financial Statements are incorporated into, and form part of, the Prospectus as set out below. The other non-incorporated parts of the Interim Financial Statements are either not relevant to investors or are covered elsewhere in this Supplementary Prospectus.

Copies of the Interim Financial Statements have been filed with the FCA and may be obtained from the Company’s website (www.supermarketincomereit.com).

The following list is intended to enable investors to identify easily specific items of information which have been incorporated by reference in this document.

Interim Financial Statements

<i>Information incorporated by reference</i>	<i>Page references</i>
Chairman’s Statement	4 to 5
Investment Adviser’s Report	6 to 12
Principal Risks and Uncertainties	13

1.6 **Other announcements incorporated by reference**

The information in this paragraph 1.6 supplements the information set out in paragraph 2.4 of Part 15 of the Prospectus (Historical Financial Information and Operating and Financial Review)

<i>Information incorporated by reference</i>	<i>RNS announcement date</i>
Result of general meeting	5 October 2020
Results of the Initial Issue that raised £200 million in an oversubscribed issue by way of a Placing and Offer for Subscription of 192,307,692 New Ordinary Shares at 104.0 pence per New Ordinary Share	7 October 2020
Rent collection update, notice of annual general meeting and publication of annual report and financial statements for the year ended 30 June 2020	15 October 2020
Acquisition of a Sainsbury’s supermarket in Newcastle upon Tyne	29 October 2020
Result of annual general meeting	11 November 2020
Acquisition of a Tesco supermarket and Aldi supermarket in Beaumont Leys, Leicester	16 November 2020
Statement re Press Comment	30 November 2020
Acquisition of a Waitrose supermarket in Market Harborough	29 December 2020
Declaration of an interim dividend of 1.465 pence per Ordinary Share for the period from 1 October 2020 to 31 December 2020 and scrip dividend alternative	8 January 2021
New £80 million revolving credit facility	22 January 2021
Acquisition of two supermarkets for £64.8 million	25 January 2021
Acquisition of a Morrisons supermarket in Cambridgeshire	26 January 2021
Scrip dividend reference price	28 January 2021
Additional Admission (in connection with scrip dividend)	11 February 2021
Acquisition of a Sainsbury’s supermarket in County Down, Northern Ireland	17 February 2021
Acquisition of a further stake in the Sainsbury’s reversion portfolio	18 February 2021
Acquisition of a Tesco supermarket in Prestatyn, North Wales	4 March 2021

1.7 **PrimaryBid Engagement Letter**

The information in this paragraph 1.7 supplements the information set out in paragraph 11.11 of Part 18 of the Prospectus.

On or around the date of this document, the Company entered into an agreement (the “**PrimaryBid Engagement Letter**”) with PrimaryBid Limited (“**PrimaryBid**”) appointing PrimaryBid as a financial intermediary in connection with the offer for subscription being made by the Company on or around the date of this document (the “**Offer for Subscription**”).

Pursuant to the PrimaryBid Engagement Letter, PrimaryBid agree to only make the Offer for Subscription available to professionally-advised private investors or those who are financially sophisticated, non-advised private investors who are capable of evaluating the risks and merits of such an investment and who have sufficient resources to bear any loss which may result from such an investment.

Under the PrimaryBid Engagement Letter, the Company will pay PrimaryBid a broker fee of 1.5 per cent. of the aggregate value of the New Ordinary Shares issued to PrimaryBid pursuant to the Offer for Subscription, being up to an aggregate maximum amount of €8,000,000 (or an equivalent amount).

PrimaryBid have agreed to act on the basis of certain terms and conditions, including customary US securities law representations and warranties.

1.8 **Facility agreement with Barclays and Royal Bank of Canada**

The information in this paragraph 1.8 supplements the information set out in paragraph 12 of Part 18 of the Prospectus

Each of Supermarket Income Investments UK (No20) Limited, Supermarket Income Investments UK (No21) Limited, Supermarket Income Investments UK (No22) Limited, Supermarket Income Investments UK (No23) Limited, Supermarket Income Investments UK (No24) Limited, Supermarket Income Investments UK (No25) Limited, Supermarket Income Investments UK (No26) Limited and Supermarket Income Investments UK (No27) Limited as borrowers (together, the “**Barclays Borrowers**”) and Supermarket Income Investments (Midco6) UK Limited (“**Midco6**”) are party to a revolving credit facility agreement dated 20 January 2021 under which a revolving credit facility of up to £80,000,000 was made available by Barclays Bank PLC and Royal Bank of Canada, London Branch (the “**Barclays Facility**”).

Midco6 and each of the Barclays Borrowers has provided guarantees and security over their respective assets including, in the case of the Barclays Borrowers, the properties owned by each of them.

The rate of interest is a daily compounded SONIA (with five business days’ lookback) plus a margin of 1.38 per cent. per annum and a credit adjustment spread of 0.12 per cent. per annum. The Barclays Facility contains customary undertakings and events of default.

The Barclays Facility also contains certain financial covenants. Historical interest cover must at all times exceed 225 per cent. and LTV must not at any time exceed 60 per cent. In addition, historic debt yield must be at least 9.5 per cent. at all times.

The Barclays Facility also includes an uncommitted “accordion” facility which allows Midco6 the ability to request an increase in the size of the facility by up to £70,000,000. The lenders under the Barclays Facility may decide in their sole discretion whether to participate in any loans to be made under the “accordion” facility and as such the “accordion” facility is uncommitted.

The Barclays Facility must be repaid in full on 20 January 2024. However, subject to the satisfaction of certain conditions, Midco6 has the option (which may be exercised on two occasions) to extend the repayment date by one year.

2. Summary

As a result of the release of the Interim Financial Statements, paragraph 2.2 of Part 1 of the Prospectus (Summary Information) is hereby replaced in its entirety by the following:

Table 1: additional information relating to closed ended funds

Share Class	Total EPRA NTA*	No. of shares*	EPRA NTA per share*	Historical performance of the Company
Ordinary Shares	£694.0m	666,052,949	104 pence	<p><i>Financial period ended 30 June 2018</i></p> <p>During the period, the Company delivered a total shareholder return of 8%. This is measured as the growth in share price plus dividends over the period. Dividends for the period totalled 5.5 pence per Ordinary Share, achieving the Company's target indicated on IPO.</p> <p>The Company's investment properties were independently valued on 30 June 2018 at £264.9 million, representing an increase of 4.1% above the aggregate acquisition price (excluding acquisition costs), generating a 4.9% weighted average net initial yield.</p> <p>As at 30 June 2018, the Company's EPRA NAV per Ordinary Share was 96 pence.</p> <p><i>Financial period ended 30 June 2019</i></p> <p>During the period, the Company delivered a total shareholder return of 8%. This is measured as the growth in share price plus dividends over the period. Dividends for the period totalled 5.6 pence per Ordinary Share.</p> <p>The Company's investment properties were independently valued on 30 June 2019 at £368.2 million, representing an increase of 4.8% above the aggregate acquisition price (excluding acquisition costs), generating a 4.9% weighted average net initial yield.</p> <p>As of 30 June 2019, the Company's EPRA NAV per Ordinary Share was 97 pence.</p> <p><i>Financial period ended 30 June 2020</i></p> <p>During the period, the Company delivered a total shareholder return of 11.6%. This is measured as the growth in share price plus dividends over the period. Dividends for the period totalled 5.8 pence per Ordinary Share.</p> <p>The Company's investment properties were independently valued on 30 June 2020 at £539.4 million⁴, generating a 5.0% weighted average net initial yield.</p>

⁴ Excluding investment in joint ventures of £56.1 million.

Share Class	Total EPRA NTA*	No. of shares*	EPRA NTA per share*	Historical performance of the Company
				As of 30 June 2020, the Company's EPRA NAV per Share was 101 pence.
				<i>Six month period ended 31 December 2020</i>
				During the period, the Company delivered a total shareholder return of (1.7)%. This is measured as the growth in share price plus dividends over the period. Dividends for the period totalled 2.9 pence per Ordinary Share.
				The Company's investment properties were independently valued on 31 December 2020 at £885.3 million ⁵ , representing growth of 5.5% on a like-for-like basis for the six month period, generating a 4.7% weighted average net initial yield.
				As of 31 December 2020, the Company's EPRA NTA per Ordinary Share was 104 pence.

* This information is accurate as at 3 March 2021, being the latest practicable date before the publication of this document.

Table 2: income statement for closed ended funds**

	<i>Interim consolidated financial statements for the six month financial period ended 31 December 2020</i>	<i>Audited annual report and accounts for the year ended 30 June 2020</i>	<i>Audited annual report and accounts for the year ended 30 June 2019</i>	<i>Audited annual report and accounts for the period from incorporation to 30 June 2018</i>
Rental income (£'000)	20,408	26,352	17,231	8,942
Profit for the period (£'000)	32,965	32,763	10,593	620
Investment adviser fees (£'000)	2,718	3,252	1,814	1,079
Other administrative expenses (excluding directors' fees) (£'000)	1,216	1,767	1,129	858
EPRA earnings per Ordinary Share	2.8 pence	5.0 pence	5.0 pence	3.8 pence

Table 3: balance sheet for closed-ended funds**

	<i>Interim consolidated financial statements for the six month financial period ended 31 December 2020</i>	<i>Audited annual report and accounts for the year ended 30 June 2020</i>	<i>Audited annual report and accounts for the year ended 30 June 2019</i>	<i>Audited annual report and accounts for the period from incorporation to 30 June 2018</i>
Total net assets (£'000)	691,774	477,161	230,470	176,746
Leverage ratio***	27.0%	19.7%	36.3%	32.4%

** The key figures set out in table 2 and table 3 above that summarise the Company's financial condition in respect of the periods covered by the 2018 Annual Report and Accounts, the 2019 Annual Report and Accounts, the 2020 Annual Report and Accounts and the Interim Financial Statements have been extracted without material adjustment from the Company's historical financial information.

*** Balance sheet loan amount less cash balances divided by total investment properties valuation, excluding the impact of the investment in joint ventures.

5 Excluding investment in joint ventures of £61.1 million.

Unaudited key pro forma financial information

Set out below is the unaudited key pro forma financial information of the REIT Group to illustrate the effect of the FY21 H1 Acquisitions, the FY21 H2 Acquisitions and the Initial Issue (as defined in the Prospectus) as if they had taken place on 1 July 2020 in the case of the unaudited key pro forma statement of comprehensive income and the effect of the FY21 H2 Acquisitions as if they had taken place on 31 December 2020 in the case of the key pro forma statement of net assets.

The unaudited key pro forma financial information has been prepared for illustrative purposes only and illustrates the impact of the FY20 H2 Acquisitions and the FY21 H1 Acquisitions as if they had been undertaken at an earlier date. As a result, the hypothetical financial position or results included in the unaudited key pro forma financial information may differ from the REIT Group's actual financial position or results.

The unaudited key pro forma financial information is based on the consolidated income statement and consolidated net assets of the REIT Group for the six month period ended 31 December 2020, set out in the Interim Financial Statements, on which a review report has been published. It has been prepared on a basis consistent with the accounting policies adopted by the REIT Group in preparing such information, in accordance with Annex 20 of the UK version of Commission Delegated Regulation (EU) 2019/980 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council.

Table 4: unaudited key pro forma statement of comprehensive income of the REIT Group

	<i>The REIT Group for the six months ended 31 December 2020</i>	<i>Pro forma adjustments (FY21 H1 Acquisitions)</i>	<i>Pro forma adjustments (FY21 H2 Acquisitions)</i>	<i>Key pro forma income statement of the REIT Group</i>
Rental income (£'000)	20,408	3,590	4,280	28,278
Administrative and other expenses (£'000)	(4,065)	(174)	(155)	(4,394)
Profit for the period (£'000)	32,965	3,806	(1,012)	35,759

Table 5: unaudited key pro forma statement of net assets of the REIT Group

	<i>The REIT Group as at 31 December 2020</i>	<i>Pro forma adjustments (assets acquired since 31 December 2020)</i>	<i>Pro forma adjustments (financing of FY21 H2 Acquisitions)</i>	<i>Key pro forma net assets of the REIT Group</i>
Total net assets (£'000)	691,774	207,478	(213,671)	685,580
Leverage ratio*	27.0%	—	—	43.9%

* Balance sheet loan amount less cash balance divided by total properties valuation excluding the impact of the investment in joint ventures.

3. Significant change

The information in this paragraph 3 replaces in its entirety the information in paragraph 16 of Part 18 of the Prospectus (Additional Information).

There has been no significant change in the financial position of the REIT Group since 31 December 2020 (being the end of the last financial period of the REIT Group for which financial information has been published), except that:

- on 8 January 2021, the Company declared an interim dividend of 1.465 pence per Ordinary Share;
- on 22 January 2021, the Company announced the entry into a new revolving credit facility of £80 million with Barclays and Royal Bank of Canada;
- on 26 January 2021, the Company acquired a Morrisons supermarket in Wisbech, Cambridgeshire and two adjoining units let to B&Q and B&M for £30.0 million (excluding acquisition costs), reflecting a combined net initial yield of 5.0%;
- on 29 January 2021, the Company acquired a Waitrose supermarket and adjoining ancillary units in Winchester for £29.8 million (excluding acquisition costs), reflecting a net initial yield of 4.6%;

- on 17 February 2021, the Company acquired a Sainsbury's supermarket in Bangor, County Down, Northern Ireland and an adjoining unit let to Homebase for £24.8 million (excluding acquisitions costs), reflecting a combined net initial yield of 6.6%;
- on 18 February 2021, the Joint Venture Investment, increased its stake in the securitised portfolio of 26 Sainsbury's supermarkets from the 25.5 per cent. that it acquired in May 2020 to 51 per cent., for which the Company provided capital of £57.5 million (excluding acquisition costs);
- on 25 February 2021, the Company acquired a Sainsbury store in Melksham for £35.1 million (excluding acquisition costs), reflecting a net initial yield of 4.3%; and
- on 3 March 2021, the Company acquired a Tesco store in Prestatyn for £26.5 million (excluding acquisition costs), reflecting a net initial yield of 5.3%.

4. Working capital

The information in this paragraph 4 replaces in its entirety the information in paragraph 14 of Part 18 of the Prospectus (Additional Information).

The Company is of the opinion that the working capital available to the REIT Group is sufficient for its present requirements, that is, for at least the next 12 months from the date of the Prospectus.

5. Placing Programme

The information in this paragraph 5 supplements the information in Part 7 of the Prospectus (Placing Programme).

The Company launched the Placing Programme on 17 September 2020. The First Tranche will target gross proceeds of approximately £100 million and the issue price will be 106 pence per Ordinary Share.

In the event that the Company has demand from investors which exceeds £100 million, the Company may consider increasing the size of the First Tranche (subject to a maximum cap of 257,692,308 New Ordinary Shares, being the total unused element available under the existing Placing Programme established on 17 September 2020). Any decision to upsize would only be made after careful consideration of the prevailing market conditions, the availability and estimated price of the properties that the Investment Adviser has identified as being suitable for purchase by the Company and the length of time it would likely take to acquire them.

This First Tranche is expected to close at 11.00 a.m. on 18 March 2021 and Admission is expected to occur at 8.00 a.m. on 23 March 2021.

6. Benefits of the Placing Programme

The information in this paragraph 6 supplements the information in paragraph 2.2 of Part 6 of the Prospectus (Letter from the Chairman).

The Directors believe that the Placing Programme has the following principal benefits for shareholders:

- the net proceeds will be used to invest in key operational properties, let to some of the largest UK supermarket operators, further diversifying the portfolio, supplementing the Company's growing, inflation linked, income stream and capitalising on the Company's growing position in the supermarket real estate market;
- an increase in the Company's equity should improve liquidity and enhance the marketability of the Ordinary Shares and result in a broader investor base over the longer term;
- an increase in the Company's equity will spread its fixed operating expenses over a larger issued share capital; and
- a compelling and sustainable dividend stream in the current environment.

The Directors believe that the Placing Programme will increase the size and scale of the Company, and allow it, among other things, to maximise its in-built economies of scale, including when negotiating asset improvements and lease re-gears with its tenants.

7. Participation in Q3 dividend payment

The information in this paragraph 7 supplements the information in paragraph 7 of Part 6 of the Prospectus (Letter from the Chairman).

Assuming that Admission occurs on 23 March 2021, the Company intends that the dividend for the period that began on 1 January 2021 and that ends on 31 March 2021 will be payable to investors who participate in the First Tranche.

8. Pro forma financial information

The information in this paragraph 8 and Appendices I and II to this document replaces in its entirety the information in Part 17 of the Prospectus (Unaudited Pro Forma Financial Information).

Appendix I to this document sets out an unaudited pro forma statement of comprehensive income of the REIT Group to illustrate the effect of the FY21 H1 Acquisitions (as defined below) the FY21 H2 Acquisitions (as defined below) and the Initial Issue (as defined in the Prospectus) as if they had taken place on 1 July 2020, and an unaudited pro forma statement of net assets of the REIT Group to illustrate the effect of the FY21 H2 Acquisitions on the consolidated net assets of the REIT Group as if they had taken place on 31 December 2020.

Appendix II to this document sets out an accountant's report on the unaudited pro forma financial information.

The FY21 H1 Acquisitions means the acquisition during the six month period ended 31 December 2020 of all of the following:

- (i) on 6 July 2020, a portfolio of six Waitrose supermarkets via a sale and leaseback transaction for £74.1 million (excluding acquisitions costs), reflecting a net initial yield of 4.4%;
- (ii) on 27 July 2020, a Tesco Extra in Newmarket, Suffolk for £61.0 million (excluding acquisition costs), reflecting a net initial yield of 4.6%;
- (iii) on 10 August 2020, a Morrisons supermarket in Telford for £14.3 million (excluding acquisition costs), reflecting a net initial yield of 5.0%;
- (iv) on 14 September 2020, a Tesco supermarket in Bracknell for £39.5 million (excluding acquisition costs), reflecting a net initial yield of 5.7%;
- (v) on 29 October 2020, a Sainsbury's supermarket in Newcastle upon Tyne for £53.1 million (excluding acquisition costs), reflecting a net initial yield of 4.1%;
- (vi) on 16 November 2020, a Tesco supermarket and Aldi Supermarket in Beaumont Leys, Leicester for £63.4 million (excluding acquisition costs), reflecting a combined net initial yield of 6.4%;
- (vii) on 29 December 2020, a Waitrose supermarket in Market Harborough for £9.1 million (excluding acquisition costs), reflecting a net initial yield of 4.3%;

The FY21 H2 Acquisitions means the acquisition following 31 December 2020 of all of the following:

- (i) on 26 January 2021, a Morrisons supermarket in Wisbech, Cambridgeshire and two adjoining units let to B&Q and B&M for £30.0 million (excluding acquisition costs), reflecting a combined net initial yield of 5.0%;
- (ii) on 29 January 2021, a Waitrose supermarket and adjoining ancillary units in Winchester for £29.8 million (excluding acquisition costs), reflecting a net initial yield of 4.6%;

- (iii) on 17 February 2021, a Sainsbury's supermarket in Bangor, County Down, Northern Ireland and an adjoining unit let to Homebase for £24.8 million (excluding acquisitions costs), reflecting a combined net initial yield of 6.6%;
- (iv) on 18 February 2021, the increase of the Joint Venture Investment's stake in the securitised portfolio of 26 Sainsbury's supermarkets from the 25.5 per cent. that it acquired in May 2020 to 51 per cent., for which the Company provided capital of £57.5 million (excluding acquisition costs);
- (v) on 25 February 2021, a Sainsbury supermarket in Melksham, Wiltshire for £35.1 million (excluding acquisition costs), reflecting a net initial yield of 4.3%; and
- (vi) on 3 March 2021, a Tesco supermarket in Prestatyn for £26.5 million (excluding acquisition costs), reflecting a net initial yield of 5.3%.

9. Important information

The information in this paragraph 9 replaces its entirety the information in paragraph 9 of Part 3 of the Prospectus (Important Information) in so far as it concerns Jersey, Guernsey, the Isle of Man, the Netherlands and Belgium.

Jersey

The Placing Programme Shares are only suitable for sophisticated investors who have the requisite knowledge and experience of financial and business matters to evaluate the merits and understand the risks of such an investment. Neither this Supplementary Prospectus nor the offer of Placing Programme Shares pursuant to this Supplementary Prospectus has been approved by or filed with the Jersey Financial Services Commission (the *JFSC*). Placing Programme Shares may only be issued pursuant to the Placing Programme where such issue is valid in the United Kingdom or Guernsey. This Supplementary Prospectus is circulated in Jersey only to persons similar to those to whom, and in a manner similar to that in which, it is for the time being circulated in the United Kingdom or Guernsey as the case may be. Consent under the Control of Borrowing (Jersey) Order 1958 has not been obtained for the circulation of this Supplementary Prospectus and it must be distinctly understood that the JFSC does not accept any responsibility for the financial soundness of or any representations made in connection with the Company. By accepting the offer that is the subject of this Supplementary Prospectus, each prospective investor in Jersey represents and warrants that he or she is in possession of sufficient information to be able to make a reasonable evaluation of the offer. Subject to certain exemptions (if applicable), offers for securities in the Company may only be distributed and promoted in or from within Jersey by persons with appropriate registration under the Financial Services (Jersey) Law 1998. Neither the Company nor the activities of any functionary with regard to the Company are subject to the provisions of the Financial Services (Jersey) Law 1998.

Guernsey

Neither the Company nor this Supplementary Prospectus has been submitted to or approved or authorised by the Policy Council of the States of Guernsey or the Guernsey Financial Services Commission (the *Commission*). The Company will not be regulated by the Commission. The Commission has no ongoing responsibility to monitor the performance of the Company or to protect the interests of investors.

This Supplementary Prospectus and any other offering material relating to the new Placing Programme Shares will not be distributed or caused to be distributed directly or indirectly to private investors in the Bailiwick of Guernsey. To the extent to which any promotion of the new Placing Programme Shares is deemed to take place in the Bailiwick of Guernsey, the Placing Programme Shares are only being promoted in or from within the Bailiwick of Guernsey to persons licensed under the Protection of Investors (Bailiwick of Guernsey) Law, 1987 (as amended), the Regulation of Fiduciaries, Administration Businesses and Company Directors, etc. (Bailiwick of Guernsey) Law, 2000 (as amended), the Insurance Business (Bailiwick of Guernsey) Law, 2002 (as amended), the Insurance Managers and Insurance Intermediaries (Bailiwick of Guernsey) Law, 2002 (as amended) or the Banking Supervision (Bailiwick of Guernsey) Law, 1994 (as amended). Promotion is not being made in any other way.

Isle of Man

The Placing Programme is available, and is and may be made, in or from within the Isle of Man and this Supplementary Prospectus is being provided in or from within the Isle of Man only:

- (i) by persons licensed to do so under the Isle of Man Financial Services Act 2008; or
- (ii) in accordance with any relevant exclusion contained within the Regulated Activities Order 2011 (as amended) or exemption contained in the Financial Services (Exemptions) Regulations 2011 (as amended).

The Placing Programme referred to in the Supplementary Prospectus and the Supplementary Prospectus are not available in or from within the Isle of Man other than in accordance with paragraphs (i) and (ii) above and must not be relied upon by any person unless made or received in accordance with such paragraphs.

Netherlands

The Placing Programme Shares have not been and will not be offered, sold, transferred or delivered in the Netherlands, as part of their initial distribution or at any time thereafter, directly or indirectly, other than to individuals or legal entities which are considered to be “qualified investors” (*gekwalificeerde beleggers*) within the meaning of Section 1:1 of the Dutch Financial Supervision Act (*Wet op het financieel toezicht* or the *Wft*).

JTC Global AIFM Solutions Limited, the AIFM to the Company makes use of the Dutch national private placement regime referred to in Section 1:13b of the *Wft*. As a consequence, the offering of the Placing Programme Shares does not require JTC Global AIFM Solutions Limited, the AIFM to the Company or the Company to have a license pursuant to the *Wft*. In accordance with the Dutch national private placement regime, the AIFM is subject to certain reporting requirements vis-à-vis the Netherlands Authority for Financial Markets (*Autoriteit Financiële Markten* or the *AFM*) and the Dutch Central Bank (*De Nederlandsche Bank*).

Belgium

This Supplementary Prospectus has not been submitted for approval by, and no advertising or other offering materials have been filed with, the Belgian Financial Services and Markets Authority (*Autoriteit voor Financiële Diensten en Markten* / “*Autorité des services et marchés financiers*”). The Placing Programme Shares may not be distributed in Belgium by way of an offer to the public save in those circumstances commonly called “private placement” set out, as applicable, in Article 1 §4 of the Regulation (EU) 2017/1129 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and article 5, §1 of the Belgian Law of 19 April 2014 on alternative investment funds and their managers, and to the extent the (potential) investor to whom this Supplementary Prospectus is distributed does not qualify as a “consumer” within the meaning of Article I.1, 2° of the Belgian Code of Economic Law of 28 February 2013 (the *Code of Economic Law*) unless the distribution is made in compliance with the Code of Economic Law and its implementing regulations. This Supplementary Prospectus may be distributed in Belgium only to such (potential) investors for their personal use and exclusively for the purposes of this offering of Placing Programme Shares. Accordingly, this Supplementary Prospectus may not be used for any other purpose nor passed on to any other (potential) investor in Belgium.

10. ESG Disclosures

The information in this paragraph 10 supplements the information in Part 8 of the Prospectus (Information about the Company) as if it were a new paragraph 15 of Part 8 of the Prospectus

In managing the investments of the Company, the Investment Adviser takes account of material sustainability risks and the potential financial impact of such risks on the return of an investment. A sustainability risk is an environmental, social or governance (“**ESG**”) event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of its investments.

The Investment Adviser’s long-term approach means that as part of its initial due diligence of an investment opportunity, the Investment Adviser will assess the opportunity against relevant

sustainability factors. Sustainability factors mean environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters.

The Company's supermarket tenants have additionally set targets in relation to matters such as renewable energy, carbon neutrality, recycling rates, effectiveness of board governance, women in senior leadership roles and job creation.

To assist in the identification of sustainability risks associated with the investment opportunity, the Investment Adviser will review the energy performance certificates and publicly available data in respect of the properties, will procure a technical report to identify any risk of flooding or ground or soil contamination and will engage with the tenants on ESG issues where appropriate.

The Investment Adviser has an Investment Committee which will consider and discuss ESG considerations and encourage further research if necessary. To the extent the Investment Adviser concludes there is a sustainability risk associated with an investment, the Investment Adviser will assess the likelihood of that sustainability risk occurring against the potential commercial advantage to the Company of making the investment. If the potential commercial advantage is assessed to outweigh the actual or potential material negative impact which could be caused by the sustainability risk, then the Investment Adviser may still recommend that the Company make the investment.

The consideration of sustainability risks and any impact on the value of the Company is part of the ongoing assessment, management and monitoring of investments carried out by the Investment Adviser on behalf of the Company.

The Investment Adviser believes that consideration of sustainability risks as part of the investment and monitoring process is a necessary aspect of evaluating the risk associated with the relevant investment and, accordingly, the return to the Company.

Reflecting this, the Investment Adviser will seek to continually improve its ESG systems and controls in line with market developments. It has instructed a third party adviser to undertake a full review of its ESG controls and will be looking to implement the recommendations from that review as an ongoing initiative.

By taking sustainability risks into consideration when determining whether to make an investment recommendation and in relation to its on-going monitoring process, the intention of the Investment Adviser is to manage such sustainability risks to ensure that sustainability risks do not have a material impact on the performance of the Company over and above the risks in relation to the investment which are already highlighted in the "Risk Factors" section in Part 2 of the Prospectus and therefore the potential impact on the return of the Company is limited. However, there is no guarantee that these measures will mitigate or prevent a sustainability risk materialising in respect of the Company.

11. Consents

BDO has given and not withdrawn its written consent to the inclusion in this document of its report on the unaudited pro forma financial information in Appendix II to this document and has authorised the contents of that part of this document for the purposes of Rule 5.3.2R(2)(f) of the Prospectus Regulation Rules.

12. Documents available for inspection

Copies of the following documents will be available for inspection at www.supermarketincomereit.com for the term of the Prospectus:

- the Articles of Association;
- the Valuation Report;
- the written consents referred to in paragraph 18 of Part 18 of the Prospectus and paragraph 11 of this document;
- the Prospectus; and
- this document.

13. General

To the extent that there is any inconsistency between any statement in this document and any other statement in or incorporated by reference in the Prospectus, the statements in this document shall prevail.

Save as disclosed in this document, no other significant new factor, material mistake or material inaccuracy relating to information included in the Prospectus has arisen since the publication of the Prospectus.

APPENDIX I

UNAUDITED PRO FORMA FINANCIAL INFORMATION

1. Unaudited pro forma statement of comprehensive income of the REIT Group

The unaudited pro forma statement of comprehensive income has been prepared on the basis of the notes set out below to illustrate the effect of the FY21 H1 Acquisitions, the FY21 H2 Acquisitions and the proceeds of the initial issue under the Placing Programme and the offer for subscription completed in October 2020 (the “Initial Issue”) as if they had taken place on 1 July 2020.

The unaudited pro forma statement of comprehensive income has been prepared for illustrative purposes only and illustrates the impact of the FY21 H1 Acquisitions, the HY21 H2 Acquisitions and the proceeds of the Initial Issue as if they had been undertaken at an earlier date. As a result, the hypothetical results included in the unaudited pro forma income statement may differ from the REIT Group’s actual results.

The unaudited pro forma statement of comprehensive income is based on the consolidated income statement for the six month period ended 31 December 2020, set out in the Interim Financial Statements, on which a review report has been published.

The unaudited pro forma statement of comprehensive income has been prepared on a basis consistent with the accounting policies adopted by the REIT Group in preparing such information, in accordance with Annex 20 of the UK version of Commission Delegated Regulation (EU) 2019/980 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council and on the basis set out in the notes below.

	<i>The REIT Group for the six months ended 31 December 2020 £'000 Note 1</i>	<i>Pro forma adjustments (FY21 H1 Acquisitions) £'000 Note 2</i>	<i>Pro forma adjustments (FY21 H2 Acquisitions) £'000 Note 3</i>	<i>Pro forma comprehensive income of the REIT Group £'000</i>
Rental income	20,408	3,590	4,280	28,278
Administrative and other expenses	(4,065)	(174)	(155)	(4,394)
Operating profit before changes in fair value of investment properties and share of income from joint venture	16,343	3,416	4,125	23,884
Changes in fair value of investment properties	15,462	–	–	15,462
Impairment of investment properties	–	–	(8,696)	(8,696)
Negative goodwill	–	–	–	–
Share of income from joint venture	4,906	–	4,906	9,812
Total share of income from joint venture	4,906	–	4,906	9,812
Operating profit	36,711	3,416	335	40,462
Finance expense	(3,746)	390	(1,347)	(4,703)
Profit before taxation	32,965	3,806	(1,012)	35,759
Tax charge on profit for the period	–	–	–	–
Profit for the period	32,965	3,806	(1,012)	35,759
Items to be reclassified to profit or loss in subsequent periods				
Changes in fair value on interest rate derivatives	(210)	–	–	(210)
Total other comprehensive profit for the period	32,755	3,806	(1,012)	35,549
Total other comprehensive profit for the period attributable to ordinary shareholders	32,755	3,806	(1,012)	35,549

Notes to the unaudited pro forma statement of comprehensive income of the REIT Group

- (1) The consolidated comprehensive income of the REIT Group for the six months year ended 31 December 2020 has been extracted without material adjustment from the Interim Financial Statements incorporated by reference in paragraph 1.5 of this document.
- (2) The table below shows an analysis of the adjustments made to the pro forma statement of comprehensive income to reflect the FY21 H1 Acquisitions as if they had all occurred on 1 July 2020:

	<i>Waitrose portfolio £'000</i>	<i>Tesco Newmarket £'000</i>	<i>Morrisons Telford £'000</i>	<i>Tesco Bracknell £'000</i>	<i>Sainsburys Newcastle £'000</i>	<i>Tesco and Aldi Leicester £'000</i>	<i>Waitrose Market Harborough £'000</i>	<i>Total £'000</i>
Rental income	27	184	75	501	854	1,704	245	3,590
Administrative and other expenses	(41)	(34)	(8)	(22)	(29)	(35)	(5)	(174)
Operating profit before changes in fair value of investment properties and share of income from joint venture	(14)	150	67	479	825	1,669	240	3,416
Changes in fair value of investment properties	–	–	–	–	–	–	–	–
Impairment of investment properties	–	–	–	–	–	–	–	–
Share of income from joint venture	–	–	–	–	–	–	–	–
Operating profit	(14)	150	67	479	825	1,669	240	3,416
Finance expense	92	76	18	49	66	78	11	390
Profit before taxation	78	226	85	528	891	1,747	251	3,806
Tax charge on profit for the period	–	–	–	–	–	–	–	–
Profit for the period	78	226	85	528	891	1,747	251	3,806
Items to be reclassified to profit or loss in subsequent periods								
Changes in fair value on interest rate derivatives	–	–	–	–	–	–	–	–
Total other comprehensive loss for the period	78	226	85	528	891	1,747	251	3,806
Total other comprehensive loss for the period attributable to ordinary shareholders	78	226	85	528	891	1,747	251	3,806

- (3) The table below shows an analysis of the adjustments made to the pro forma statement of comprehensive income to reflect the FY21 H2 Acquisitions as if they had all occurred on 1 July 2020:

	<i>Morrisons Wisbech £'000</i>	<i>Waitrose Winchester £'000</i>	<i>Sainsburys Bangor £'000</i>	<i>Joint Venture investment £'000</i>	<i>Sainsburys Melksham £'000</i>	<i>Tesco Prestatyn £'000</i>	<i>Total £'000</i>
Rental income	921	786	909	–	875	789	4,280
Administrative and other expenses	(32)	(32)	(26)	–	(37)	(28)	(155)
Operating profit before changes in fair value of investment properties and share of income from joint venture	889	754	883	–	838	761	4,125
Changes in fair value of investment properties	–	–	–	–	–	–	–
Impairment of investment properties	(1,752)	(1,694)	(1,421)	–	(1,992)	(1,837)	(8,696)
Share of income from joint venture	–	–	–	4,906	–	–	4,906
Operating profit	(863)	(940)	(538)	4,906	(1,154)	(1,076)	335
Finance expense	(248)	37	(203)	(400)	(289)	(244)	(1,347)
Profit before taxation	(1,111)	(903)	(741)	4,506	(1,443)	(1,320)	(1,012)
Tax charge on profit for the period	–	–	–	–	–	–	–
Profit for the period	(1,111)	(903)	(741)	4,506	(1,443)	(1,320)	(1,012)
Items to be reclassified to profit or loss in subsequent periods							
Changes in fair value on interest rate derivatives	–	–	–	–	–	–	–
Total other comprehensive loss for the period	(1,111)	(903)	(741)	4,506	(1,443)	(1,320)	(1,012)
Total other comprehensive loss for the period attributable to ordinary shareholders	(1,111)	(903)	(741)	4,506	(1,443)	(1,320)	(1,012)

(4) The adjustments in notes (2) and (3) include the comprehensive income of each of the FY21 H1 Acquisitions and FY21 H2 Acquisitions for the period from 1 July 2020 to the earlier of: (i) the date of their acquisition, or (ii) 31 December 2020. The comprehensive income for these periods has been calculated as follows:

- i. Rental income is based on actual annual rent for each asset, pro-rated for the relevant period in order to reflect the total rental income that would have been receivable had the assets been acquired on 1 July 2020.
- ii. As the economic interest of the additional stake in the joint venture investment is the same as the existing stake, it has been assumed that the share of income from the joint venture investment for the additional stake is the same as the actual income for the investment for the six months ended 31 December 2020. The share of income from the additional joint venture investment comprises the following:

Share of underlying joint venture income	2,931
Share of valuation gain of joint venture investment properties	1,975
	<u>4,906</u>

No valuation has yet been established for the additional stake in the joint venture acquired on 18 February 2021. For the purposes of the pro forma income statement, the carrying value of the existing identical stake of £56.1 million as at 1 July 2020 has been used in order to determine the goodwill arising on acquisition. On the basis of the consideration for the additional stake of £58.6 million, goodwill of £2.5 million would have arisen which would have been reflected in the balance sheet at 1 July 2020.

If the additional interest in the joint venture had been acquired on 1 July 2020 it is likely that the consideration would have been different and hence the amount of goodwill would have been materially different from the £2.5 million as set out above. Had negative goodwill arisen it would have been reflected in the income statement.

- iii. A management fee adjustment within administrative and other expenses has been calculated on additional NAV arising as if the Initial Issue in October 2020 had completed and been fully deployed (net of associated acquisition costs) on 1 July 2020. An adjustment has also been made for additional administrative costs in relation to the FY21 H2 Acquisitions.
- iv. Interest costs have been calculated as if the Initial Issue in October 2020 had completed on 1 July 2020 with remaining acquisition costs met from debt finance.

The adjustments set out above are all expected to have a continuing impact on the REIT Group, with the exception of the share of valuation gain of joint venture investment properties shown in ii above.

(5) No adjustments have been made in relation to the financial performance of the REIT Group since 31 December 2020 or of any other events save as those disclosed above.

2 Unaudited pro forma statement of net assets of the REIT Group

The following unaudited pro forma statement of net assets of the REIT Group has been prepared to illustrate the effect of the FY21 H2 Acquisitions on the consolidated net assets of the REIT Group as if they had taken place on 31 December 2020.

The unaudited pro forma statement of net assets has been prepared for illustrative purposes only and illustrates the impact of the FY21 H2 Acquisitions as if they had been undertaken at an earlier date. As a result, the hypothetical financial position included in the unaudited pro forma statement of net assets may differ from the REIT Group's actual financial position.

The unaudited pro forma statement of net assets is based on the consolidated net assets of the REIT Group as at 31 December 2020, set out in the Interim Financial Statements, on which a review report has been published.

The unaudited pro forma statement of net assets has been prepared in a manner consistent with the accounting policies adopted by the REIT Group in preparing such information, in accordance with Annex 20 of the UK version of Commission Delegated Regulation (EU) 2019/980 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council and on the basis set out in the notes below.

<i>Net assets</i>	<i>The REIT Group as at 31 December 2020</i> £'000 Note 1	<i>Pro forma adjustments (FY21 H2 Acquisitions)</i> £'000 Note 2	<i>Pro forma adjustments (financing of FY21 H2 Acquisitions)</i> £'000 Note 3	<i>Pro forma net assets of the REIT Group</i> £'000
Non-current assets				
Investment properties	885,333	146,125	–	1,031,458
Investment in joint ventures	61,112	61,112	–	122,224
Total non-current assets	946,445	207,237	–	1,153,682
Current assets				
Financial assets held at fair value through profit and loss	478	–	–	478
Trade and other receivables	2,750	241	–	2,991
Cash and cash equivalents	61,936	–	(44,604)	17,332
Total current assets	65,164	241	(44,604)	20,801
Total assets	1,011,609	207,478	(44,604)	1,174,483
Non-current liabilities				
Bank borrowings	301,163	–	169,067	470,230
Interest rate derivatives	2,213	–	–	2,213
Total non-current liabilities	303,376	–	169,067	472,444
Current liabilities				
Deferred rental income	9,418	–	–	9,418
Current tax liabilities	–	–	–	–
Trade and other payables	7,041	–	–	7,041
Total current liabilities	16,459	–	–	16,459
Total liabilities	319,835	–	169,067	488,903
Net assets	691,774	207,478	(213,671)	685,580
<i>Leverage ratio (note 4)</i>	<i>27.0%</i>			<i>43.9%</i>

Notes to the unaudited proforma statement of net assets of the Group

- (1) The net assets of the REIT Group at 31 December 2020 have been extracted without material adjustment from the Interim Financial Statements incorporated by reference in paragraph 1.5 of this document.
- (2) The table below shows an analysis of the adjustments made to the pro forma in respect of the FY21 H2 Acquisitions

	<i>Morrisons Wisbech</i>	<i>Waitrose Winchester</i>	<i>Sainsbury's Bangor</i>	<i>Joint Venture investment</i>	<i>Sainsbury's Melksham</i>	<i>Tesco Prestatyn</i>	<i>Total</i>
	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Non-current assets							
Investment properties	30,000	29,770	24,800	–	35,055	26,500	146,125
Investment in joint ventures	–	–	–	61,112	–	–	61,112
Trade and other receivables	52	48	38	–	49	54	241

(i) *Morrisons, Wisbech*

On 26 January 2021, the REIT Group acquired a Morrisons store in Wisbech and two adjoining units let to B&Q and B&M for £30.0 million. In addition, VAT of £0.05m and acquisition costs of £1.8 million were incurred. The VAT paid is considered to be recoverable and therefore has been recognised within trade and other receivables. The associated acquisition costs of £1.8 million have been recognised as an impairment of investment properties in the statement of comprehensive income.

(ii) *Waitrose, Winchester*

On 29 January 2021, the REIT Group acquired a Waitrose store in Winchester for £29.8 million. In addition, VAT of £0.05 million and acquisition costs of £1.7 million were incurred. The VAT paid is considered to be recoverable and therefore has been recognised within trade and other receivables. The associated acquisition costs of £1.7 million have been recognised as an impairment of investment properties in the statement of comprehensive income.

(iii) *Sainsbury's, Bangor*

On 17 February 2021, the REIT Group acquired a Sainsbury's store in Bangor and an adjoining unit let to Homebase for £24.8 million. In addition, VAT of £0.04 million and acquisition costs of £1.4 million were incurred. The VAT paid is considered to be recoverable and therefore has been recognised within trade and other receivables. The associated acquisition costs of £1.4 million have been recognised as an impairment of investment properties in the statement of comprehensive income.

(iv) *Joint Venture investment*

On 18 February 2021, the REIT Group acquired a further 25.5% beneficial interest through the Company's existing 50:50 Joint venture with British Airways Pension Trustees Limited.

No valuation has yet been established for the additional stake in the joint venture acquired. For the purposes of the pro forma statement of net assets, the carrying value of the existing identical stake of £61.1 million as at 31 December 2020 has been used in order to determine the goodwill arising on acquisition. On the basis of the consideration for the additional stake of £58.6 million, negative goodwill of £2.5 million would have arisen which would be recognised immediately in the income statement for the period ended 31 December 2020 and so no adjustment for goodwill has been made in the pro forma statement of net assets.

If the additional interest in the joint venture had been acquired on 31 December 2020, the consideration could have been different and hence the amount of goodwill could have been materially different from the negative goodwill of £2.5 million as set out above.

(v) *Sainsbury's, Melksham*

On 25 February 2021, the REIT Group acquired a Sainsbury's store in Melksham for £35.1 million. In addition, VAT of £0.05m and acquisition costs of £2.0 million were incurred. The VAT paid is considered to be recoverable and therefore has been recognised within trade and other receivables. The associated acquisition costs of £2.0 million have been recognised as an impairment of investment properties in the statement of comprehensive income.

(vi) *Tesco, Prestatyn*

On 3 March 2021, the REIT Group acquired a Tesco store in Prestatyn for £26.5 million. In addition, VAT of £0.05m and acquisition costs of £1.8 million were incurred. The VAT paid is considered to be recoverable and therefore has been recognised within trade and other receivables. The associated acquisition costs of £1.8 million have been recognised as an impairment of investment properties in the statement of comprehensive income.

- (3) Bank borrowings and cash consideration to fund the acquisitions are analysed as follows:

Loan drawdowns (net of arrangement fees):

	£'000
HSBC RCF	28,991
Wells Fargo	27,051
Barclays / RBC RCF	113,025
	<hr/>
	169,067
	<hr/>
Cash consideration (including acquisition costs and loan arrangement fees)	(213,672)
	<hr/>
	(44,604)
	<hr/>

Post the balance sheet date of 31 December 2020, the Company raised additional funding through the arrangement of bank facilities secured on properties acquired comprising:

- (i) A new revolving credit facility of £80 million with Barclays and RBC, together with an uncommitted accordion facility of £70 million as set out in paragraph 1.8 of this document. The revolving credit facility of £80 million has been fully drawn, together with £33.75 million of the accordion facility.
- (ii) Loan arrangement fees totalling £0.7 million have been netted off loans and borrowing in arriving at the amounts drawn above, with a corresponding reduction in cash and cash equivalents.
- (4) The pro forma leverage ratio has been calculated as follows

	<i>The REIT Group as at 31 December 2020</i>	<i>Pro forma adjustments (assets acquired since 31 December 2020)</i>	<i>Pro forma net assets of the REIT Group</i>
	<i>£'000</i>	<i>£'000</i>	<i>£'000</i>
Investment properties – A	885,333	146,125	1,031,458
Cash and cash equivalents – B	61,936	(44,604)	17,332
Bank borrowings– C	301,163	169,067	470,230
<i>Leverage ratio (C – B)/A</i>	<u>27.0%</u>	<u>146.2%</u>	<u>43.9%</u>

- (5) For the purposes of this pro forma financial information, the proceeds of the First Tranche have not been included, as it is intended to finance future acquisitions which are not reflected in this pro forma financial information.
- (6) No account has been taken of the financial performance of the REIT Group since 31 December 2020, of the financial performance of the FY21 H2 Acquisitions since their date of acquisition, or of any other event save as disclosed above.

APPENDIX II

ACCOUNTANT'S REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION



BDO LLP
55 Baker Street
London W1U 7EU

The Directors
Supermarket Income REIT Plc
The Scalpel 18th Floor
52 Lime Street
London
EC3M 7AF

4 March 2021

Dear Sirs

Supermarket Income REIT plc (the “Company”)

Pro forma financial information

We report on the unaudited pro forma net assets and income statement (the “**Pro Forma Financial Information**”) set out in Appendix I to the supplementary prospectus dated 4 March 2021 (the “**Supplementary Prospectus**”).

Opinion

In our opinion:

- (a) the Pro Forma Financial Information has been properly compiled on the basis stated; and
- (b) such basis is consistent with the accounting policies of the Company.

Responsibilities

It is the responsibility of the directors of the Company (the “Directors”) to prepare the Pro Forma Financial Information in accordance with Annex 20 of the UK version of Commission Delegated Regulation (EU) 2019/980 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council (the “**Prospectus Delegated Regulation**”).

It is our responsibility to form an opinion, as required by section 3 of Annex 20 of the Prospectus Delegated Regulation, as to the proper compilation of the Pro Forma Financial Information and to report that opinion to you.

In providing this opinion we are not updating or refreshing any reports or opinions previously made by us on any financial information used in the compilation of the Pro Forma Financial Information, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed at the date of their issue.

Save for any responsibility arising under Prospectus Regulation Rule 5.3.2R(2)(f) to any person as and to the extent there provided, to the fullest extent permitted by the law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with item 1.3 of Annex 3 of the Prospectus Delegated Regulation, consenting to its inclusion in the Supplementary Prospectus.

Basis of preparation

The Pro Forma Financial Information has been prepared on the basis described, for illustrative purposes only, to provide information about how the FY21 H1 Acquisitions, the FY21 H2 Acquisitions and the proceeds of the Initial Issue (as defined in the Prospectus) which completed in October 2020 might have affected the financial information presented on the basis of the accounting policies adopted by the Company in preparing the financial statements for the period ended 31 December 2020.

This report is required by section 3 of Annex 20 of the Prospectus Delegated Regulation and is given for the purpose of complying with that item and for no other purpose.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting issued by the Financial Reporting Council of the United Kingdom. We are independent in accordance with the Financial Reporting Council's Ethical Standard as applied to Investment Circular Reporting Engagements, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the Pro Forma Financial Information with the Directors.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the Pro Forma Financial Information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in the United States of America or other jurisdictions outside the United Kingdom and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

Declaration

For the purposes of Prospectus Regulation Rule 5.3.2R(2)(f) we are responsible for this report as part of the Supplementary Prospectus and declare that, to the best of our knowledge, the information contained in this report is in accordance with the facts and makes no omission likely to affect its import. This declaration is included in the Supplementary Prospectus in compliance with item 1.2 of Annex 3 of the Prospectus Delegated Regulation.

Yours faithfully

BDO LLP

Chartered Accountants

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

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